

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE WEATHERFORD INTERNATIONAL
SECURITIES LITIGATION

11 Civ. 1646 (LAK) (JCF)

CLASS ACTION

**DECLARATION OF ELI R. GREENSTEIN IN SUPPORT OF PLAINTIFFS'
REPLY MEMORANDUM IN FURTHER SUPPORT OF (I) MOTION FOR
FINAL APPROVAL OF SETTLEMENT AND PLAN OF ALLOCATION; AND
(II) LEAD COUNSEL'S MOTION FOR AN AWARD OF ATTORNEYS' FEES
AND REIMBURSEMENT OF LITIGATION EXPENSES**

Pursuant to 28 U.S.C. § 1746, I, Eli R. Greenstein declare as follows:

1. I am a partner at Kessler Topaz Meltzer & Check, LLP and counsel for the Court-appointed Lead Plaintiff and proposed Settlement Class Representative American Federation of Musicians and Employers' Pension Fund and additional named plaintiff and proposed Settlement Class Representative the Georgia Firefighters' Pension Fund (together, "Plaintiffs").

2. I respectfully submit this declaration in Support of Plaintiffs' Reply Memorandum in Further Support of (I) Motion for Final Approval of Settlement and Plan of Allocation; and (II) Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses.

3. Attached hereto are true and correct copies of the following exhibits:

Exhibit A:	Supplemental Affidavit of Jose C. Fraga
Exhibit B:	Letter Objection of Stephen Schoeman, Ph.D., dated April 25, 2014
Exhibit C:	Letter Objection of Stephen Schoeman, Ph.D., dated May 29, 2014
Exhibit D:	Letter Objection of Stephen Schoeman, Ph.D., dated May 30, 2014
Exhibit E:	Objections of Jeff M. Brown to Proposed Settlement, dated June 12, 2014
Exhibit F:	Objections of Jeff M. Brown to Proposed Settlement, <i>Verifone Holdings, Inc. Sec. Litig.</i> , Case No. 3:07-cv-06140-EMC (N.D. Cal. Dec. 30, 2013), ECF No. 334
Exhibit G:	Order Granting Plaintiff's Motion for Final Approval and For Attorneys' Fees, <i>Verifone Holdings, Inc. Sec. Litig.</i> , Case No. 3:07-cv-06140-EMC (N.D. Cal. Dec. 30, 2013), ECF No. 359
Exhibit H:	Objections of Jeff M. Brown to Proposed Settlement and Notice of Intent to Appear, <i>In re Sanofi-Aventis Sec. Litig.</i> , Civil Action No. 1:07-cv-10279-GBD (S.D.N.Y. Dec. 16, 2013), ECF No. 273
Exhibit I:	Final Judgment and Order of Dismissal with Prejudice, <i>In re Sanofi-Aventis Sec. Litig.</i> , Civil Action No. 1:07-cv-10279-GBD (S.D.N.Y. Dec. 16, 2013), ECF No. 281

Exhibit J: Order Awarding Attorneys' Fees and Expenses and an Award to Plaintiffs Pursuant to 15 U.S.C. § 78u-4(a)-(4), *In re Sanofi-Aventis Sec. Litig.*, Civil Action No. 1:07-cv-10279-GBD (S.D.N.Y. Dec. 16, 2013), ECF No. 282

Exhibit K: Objections By Jeff M. Brown to Proposed Settlement and Notice of Intent to Appear, *In re SunPower Sec. Litig.*, Case No. 09-CV-5473-RS (JSC) (N.D. Cal. June 12, 2013), ECF No. 264

Exhibit L: Notice of Withdrawal of Objection of Jeff M. Brown to Proposed Settlement, *In re SunPower Sec. Litig.*, Case No. 09-CV-5473-RS (JSC) (N.D. Cal. June 12, 2013), ECF No. 265

Exhibit M: Declaration of David Kessler, *In re Bank of America Corp. Sec., Derivative, & ERISA Litig.*, Master File No. 09-MDL-2058 (PKC) (S.D.N.Y. Feb. 15, 2013), ECF No. 829-13

Exhibit N: Declaration of David Kessler, *In re Lehman Bros. Sec. & ERISA Litig.*, No. 09-MD-2017 (LAK) (S.D.N.Y. Mar. 8, 2012), ECF No. 807-13

Exhibit O: Declaration of David Kessler, *In re Wachovia Preferred Sec. & Bond/Notes Litig.*, Master File No. 09 Civ. 6351 (RJS) (S.D.N.Y. Oct. 7, 2011), ECF No. 148-8

Exhibit P: Chart of hypothetical staff attorney rates

Exhibit Q: Pretrial Order No. 35, *In re Lehman Bros. Sec. & ERISA Litig.*, No. 09-MD-2017 (LAK) (S.D.N.Y. 2012), ECF No. 970

Exhibit R: Pretrial Order No. 80, *In re Lehman Bros. Sec. & ERISA Litig.*, No. 09-MD-2017 (LAK) (S.D.N.Y. Apr. 1, 2012), ECF No. 1393

Exhibit S: Order Approving Distribution Plan, *In re Lehman Bros. Sec. & ERISA Litig.*, No. 09-MD-2017 (LAK) (S.D.N.Y. Mar. 8, 2012), ECF No. 1227

I declare under penalty of perjury that the foregoing is true and correct.

Dated: June 20, 2014

/s/ Eli R. Greenstein
ELI R. GREENSTEIN

CERTIFICATE OF SERVICE

On this 20th day of June, 2014, I hereby caused a true and correct copy of the foregoing document to be served via Overnight Mail upon:

Stephen Schoeman, Ph.D.
101 Jefferson Avenue
Westfield, NJ 07090

Jeff M. Brown
750 S. Dixie Highway
Boca Raton, FL 33432

/s/ Eli R. Greenstein
ELI R. GREENSTEIN